

WYCHE, BURGESS, FREEMAN & PARHAM

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

GREENVILLE, SOUTH CAROLINA 29603

C. GRANVILLE-WYCHE
ALFRED F. BURGESS
C. THOMAS WYCHE
DAVID L. FREEMAN
JAMES C. PARHAM, JR.
JAMES M. SHOEMAKER, JR.
WILLIAM W. KEHL
CHARLES W. WOFFORD
LARRY D. ESTRIDGE
D. ALLEN GRUMBINE
CARY H. HALL, JR.
CARL F. MULLER

October 3, 1978

RECORDATION NO. 9731-1 Filed 1425

SEP 20 1978 12 00 PM

INTERSTATE COMMERCE COMMISSION

Mrs. Lee

Interstate Commerce Commission
Constitutional Avenue at 12th. St., N.W.
Washington, D. C. 20023

RECORDATION NO. 9731-1 Filed 1425

SEP 20 1978 12 00 PM

INTERSTATE COMMERCE COMMISSION

Dear Mrs. Lee:

Please find enclosed two copies of a Management Agreement and a Certificate of Acceptance between National Railway Utilization Corporation and George A. Smathers. The originals are in your office, having been left with the guard at the Interstate Commerce Commission last Saturday. Please file the originals, stamp the copies and return them to me. A self-addressed, stamped envelope is enclosed for your convenience.

The total filing fee of \$60.00 for both documents, I believe, has been delivered to you by a courier of Mr. Andrew P. Goldstein, an attorney in Washington, D. C.

The address of National Railway Utilization Corporation is 1100 Centre Square East, 1500 Market Street, Philadelphia, Pennsylvania 19102.

The address of George A. Smathers is 1700 K Street, N.W., Suite 400, Washington, D. C. 20006

Both the Management Agreement and Certificate of Acceptance covers 45 type XM railroad boxcars numbered NSL 155150 through NSL 155194.

If you have any question about this, please do not hesitate to give me a call collect at the number of this letter-head.

Sincerely,

Carl Muller

Carl F. Muller

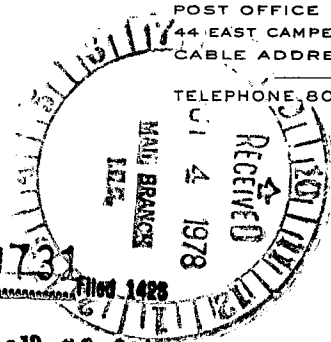
CFM/P

Enclosures

9/20/78
Fee \$ 60.00

ICC Washington, D. C.

POST OFFICE BOX 10207
44 EAST CAMPERDOWN WAY
CABLE ADDRESS: JURAL
TELEPHONE 803-242-3131



9731-A

RECORDATION NO. Filed 1425

CERTIFICATE OF ACCEPTANCE

SEP 30 1978 -12 00 PM

INTERSTATE COMMERCE COMMISSION

To: George A. Smathers
1700 K Street N.W.
Suite 400
Washington, D.C. 20006

The undersigned, being a duly authorized inspector for National Railway Utilization Corporation (NRUC) as managing agent under a Management Agreement (the "Management Agreement") between the addressee and NRUC dated as of September 29, 1978 hereby certifies that he has made an inspection of forty-five (45) boxcars bearing numbers and marks as follows (the "Boxcars"):

NSL 155150 through NSL 155194 (both inclusive)

Such Boxcars are 70 ton 50'6", rigid underframe, single sheath class XM boxcars and the above numbers and marks have been registered by NRUC (or a railroad controlled by NRUC) with the Association of American Railroads.

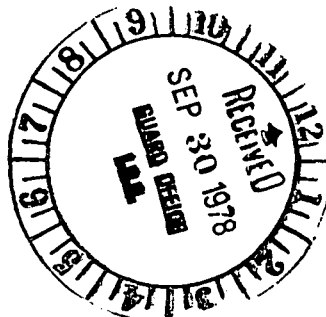
The undersigned has fully and finally accepted such Boxcars on behalf of the addressee as Owner and NRUC as managing agent, and has found that each of such Boxcars is plainly marked in stencil on both sides with the words:

"Ownership subject to a security agreement filed
pursuant to the Interstate Commerce Act Section 20c."

in readily visible letters not less than one inch (1") in height; and that each of such Boxcars conforms to and fully complies with the terms of the Management Agreement and is in condition satisfactory to NRUC. Immediately upon execution hereof by NRUC, the Boxcars shall be managed by NRUC, as Managing Agent for Owner, pursuant to the Management Agreement.

The undersigned further represents and warrants on behalf of NRUC that:

1. The Boxcars have been manufactured in accordance with specifications approved by NRUC and meet all standards required of boxcars of similar class by the Interstate Commerce Commission, the Department of Transportation and the Association of American Railroads.



2. The Boxcars bear the markings of a railroad owned or controlled by NRUC being the St. Lawrence Railroad

3. The Boxcars will be first placed in service (within the meaning of Treasury Regulation 1.167(a)-11(e)(1) on the date hereof immediately after acceptance thereof.

4. The original use of the Boxcars (within the meaning of Treasury Regulation 1.167(c)-1(a)(2) shall commence with the addressee after acceptance thereof.

5. The Boxcars have been lettered with proper railroad markings and the name and/or other insignia used by such railroad.

6. The Boxcars are new property (as that term is used in Treasury Regulation 1.48-2(a)).

NATIONAL RAILWAY UTILIZATION CORPORATION

By: Charles P. Turnbuck
Date: 9/21/78

The foregoing Certificate of Acceptance is hereby confirmed and acknowledged as the act and deed of National Railway Utilization Corporation as the date thereof.

ATTEST:

NATIONAL RAILWAY UTILIZATION CORPORATION

Seal
Flurence Zugelman
Title: Asst. Sec.

By: Charles P. Turnbuck
Title: Vice-President
Date: September 29, 1978

State of Maryland
County of Baltimore

On this 29 day of September, 1978, before me personally appeared Charles P. Turnbuck, to me personally known, who, being by me duly sworn, says that he is the Vice President of National Railway Utilization Corporation, that the seal affixed to

the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
Notarial Seal.

My commission expires:

July 1, 1982

Samuel L. Rankin
Notary Public